

July 11, 2019

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BSE Limited Department of Corporate Services Listing Department P J Towers, Dalal Street, Mumbai - 400001 <i>Scrip Code: 542367</i>	National Stock Exchange of India Limited Listing Department Exchange Plaza Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400051 <i>Scrip Symbol: XELPMOC</i>
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Dear Sir/Madam,

Subject: Details of Proposed Investments

We inform you that Board at their meeting held on Wednesday, July 10, 2019 at 91 Springboard, B-Wing, 5th Floor, Ackruti Trade Center, Andheri (East), Mumbai – 400093, started at 5:00 p.m. and concluded at 8:00 p.m., has considered and approved the proposal of investment in Share Capital of following Companies in one or more tranches:

- a) Extrapolate Advisors Private Limited
- b) Rype Fintech Private Limited

Further to inform you that there are slight changes/typographical error in the terms & condition of investments in following Companies, which has been approved by the Board at their meeting held on May 24, 2019 and subsequently informed to the stock exchange on May 25, 2019.

- a) Taxitop Media Private Limited
- b) Femmevista Technologies Private Limited.

Accordingly, the Board has approved the rectification/modification of necessary changes in the terms and condition at their meeting held on Wednesday, July 10, 2019.

The details required under Regulation 30 of the SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR / CFD / CMD / 4 / 2015, dated September 09, 2015, pertaining to above mentioned investments is enclosed from **Annexure 1 to Annexure 4**.

We request you to take the same on record.

Thanking you,

Yours faithfully,

For Xelpmoc Design and Tech Limited



Vaishali Kondbhar
Company Secretary



Encl: As above

XELPMOC DESIGN AND TECH LIMITED

Regd & Corp Address: #17, 4th Floor, Agies Building, 1st A Cross, 5th Block, Koramangala, Bengaluru - 560014
Phone number: 080 4370 8360 | Website: www.xelpmoc.in | Email: info@xelpmoc.in

CIN NO: U72200KA2015PLC082873 | GST NO: 29AAACX1880G1Z5

Details required under Regulation 30 of SEBI (LODR) Regulations, 2015 read along with SEBI Circular CIR/CFD/CMD/4/2015 dated September 09, 2015

Annexure 1

Sl. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.;	<p>Extrapolate Advisors Private Limited ("EAPL") is a Private Limited company incorporated under the provisions of Companies Act, 2013 having its Registered Office in Kolkata, West Bengal, India.</p> <p>Capital Detail: Authorized Share Capital: Rs. 10,00,000/- (1,00,000 Equity Shares of Rs. 10/- each) Paid Share Capital: Rs. 3,000/- (300 Equity Shares of Rs. 10/- each)</p> <p>Turnover: Rs.32000 (Unaudited financials as on 31.03.2019)</p>
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length";	<p>EAPL is not a related party viz-a-viz the Company i.e. Xelpmoc Design And Tech Limited ("Xelpmoc").</p> <p>The transaction will be done at "Arm's Length".</p>
3.	Industry to which the entity being acquired belongs;	Technology Development & Consultancy
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	<p>EAPL Having a product bouquet in data science is imperative for xelpmoc's future strategy. Datasutram is focused on such products. Xelpmoc taking a stake in this fashion will enable us to infuse the focused entrepreneurial energy of the right kind and right skilled people. Hence, the Board of the directors of the Company has decided to subscribe Optionally Convertible Preference Shares of EAPL.</p>
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	No governmental or prior regulatory approvals are required for the acquisition.
6.	Indicative time period for completion of the	Transaction is expected to be



	acquisition;	completed by end of October, 2019.
7.	Nature of consideration - whether cash consideration or share swap and details of the same;	Cash Consideration
8.	Cost of acquisition or the price at which the shares are acquired;	Total cost of acquisition is Rs.11,97,000/- i.e. 950 Optionally Convertible Preference Shares (OCPS) at the price of Rs.1,260/- per share.
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	After the proposed acquisition, the Company is going to hold 950 OCPS of EAPL. If our company chooses the option to convert the OCPS into equity shares, then our shareholding will be 76%, if the current shareholding structure prevails at the time of conversion of OCPS.
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	EAPL incorporated on 20 th September, 2018 under the provisions of Companies Act, 2013 having its Registered Office in Kolkata, West Bengal, India. <u>Products / Line of Business Details:</u> 1. carrying out the activity of consultancy service and advisor, and to provide innovation, solutions and products, along with all managerial, operational and recruitment services in all forms of trade and industry, including, without limitation, problem solving, team building, recruitment and skill development, strategic and operational planning, corporate communications, information technology, data science and knowledge management, corporate management, productivity, profitability, human resource development, change processes, recruitment of managerial personnel, manpower planning, cost



control, marketing, advertisement, and any other related activity, to companies, enterprises, bodies corporates, government, central or state, municipal or local authority, society, undertaking, institution or any association of persons or any individual, whether in India or abroad.

2. Carrying out research and development activities in relation to the objects above, including investigation, preparation and drafting of all manner of studies including economic and commercial studies. To collect information and data and submit reports on feasibility of new projects and/or improvements to and/or expansion of existing projects, to diagnose operational difficulties and weaknesses and suggest remedial measures to improve and modernize existing and yet-to-be-found projects, undertakings and businesses.

Turnover:

Financial Year	Amount
2016-17	*N.A.
2017-18	*N.A.
2018-19	32000

*The Company incorporated on 20th September, 2018.



Sl. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.;	<p>Rype Fintech Private Limited ("RFPL") is a Private Limited company incorporated under the provisions of Companies Act, 2013 having its Registered Office in Mumbai, Maharashtra, India.</p> <p>Capital Detail: Authorized Share Capital: Rs. 1,00,00,000/- (10,00,000 Equity Shares of Rs.10/- each)</p> <p>Paid Share Capital: Rs. 87,50,000/- (8,75,000 Equity Shares of Rs.10/- each).</p> <p>Turnover: Not applicable (as the Company got incorporated on 18th April, 2019)</p>
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length";	<p>RFPL is not a related party viz-a-vis the Company i.e. Xelpmoc Design And Tech Limited ("Xelpmoc").</p> <p>The transaction will be done at "Arm's Length".</p>
3.	Industry to which the entity being acquired belongs;	E-Commerce
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	<p>Our Company is developing the technology and it has proposed that in future its going to render the services for RFPL, looking at the concept and future prospect of the RFPL and further, on request of promoters of RFPL to have participation in the ownership of the RFPL. The Board of the directors of the Company has decided to subscribe Equity Shares and Optionally Convertible Preference Shares (OCPS) of RFPL.</p>



5.	Brief details of any governmental or regulatory approvals required for the acquisition;	No governmental or prior regulatory approvals are required for the acquisition.
6.	Indicative time period for completion of the acquisition;	Transaction is expected to be completed by end of October, 2019.
7.	Nature of consideration - whether cash consideration or share swap and details of the same;	Cash Consideration
8.	Cost of acquisition or the price at which the shares are acquired;	Total cost of acquisition is Rs.12,50,000/- which includes Equity acquisition of Rs.1,000/- i.e. 100 Equity Shares at the price of Rs.10/- per share and Optionally Convertible Preference Shares acquisition of Rs.12,49,000/- i.e. 1,24,900 Optionally Convertible Preference Shares (OCPS) at the price of Rs.10/- per share.
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	After the proposed acquisition, the Company is going to hold 0.01% equity shareholding in the share capital of RFPL and Optionally Convertible Preference Shares (OCPS), the details of the same are as under: 100 equity shares at the price of Rs.10 per share and 1,24,900 OCPS at the price of Rs.10 per share. If our company chooses the option to convert the OCPS into equity shares, then our shareholding will be 12.5%, if the current shareholding structure prevails at the time of conversion of OCPS.
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	RFPL incorporated on 18 th April, 2019 under the provisions of Companies Act, 2013 having its Registered Office in Mumbai, Maharashtra, India. <u>Product / Business Line details:</u> Rype is a financial technology company that builds systems for businesses of every size to smoothen financial supply chain. Businesses use our software and platform to send and accept online payments,



initiate financial discounts, bring cost efficiencies and better relationships with their partners.

Turnover:

Financial Year	Amount
2016-17	*NA
2017-18	*NA
2018-19	*NA

*The Company incorporated on 18th April, 2019.



Rectification/Modification in following terms and condition of investment in Share Capital of "Taxitop Media Private Limited"

Sl. No.	Particulars	Revised Terms & Conditions
1.	Name of the target entity, details in brief such as size, turnover etc.;	<p>Taxitop Media Private Limited ("TMPL") is a Private, Limited company incorporated under the provisions of Companies Act, 2013 having its Registered Office in Kolkata, West Bengal, India.</p> <p>Capital Detail: Authorized Share Capital: Rs. 10,00,000/- (1,00,000 Equity Shares of Rs. 10/- each) Paid Share Capital: Rs. 1,00,000/- (10,000 Equity Shares of Rs.10/- each) Turnover : 2,93,640 (Unaudited For the year ended 31.03.2019)</p>
2.	Nature of consideration - whether cash consideration or share swap and details of the same;	The Company will provide TMPL the Advisory services to value of Rs.20,84,070/-. TMPL is having fair value of its equity shares of Rs.1094 per share, as on the date, based on the valuation report. Hence, TMPL will issue 1905 equity shares to the Company at fair value of Rs.1094/- per share.
3.	Cost of acquisition or the price at which the shares are acquired;	Total cost of acquisition is Rs.20,84,070/- i.e. 1905 Equity Shares at the price of Rs.1,094/- per share.
4.	Percentage of shareholding / control acquired and / or number of shares acquired;	After the proposed acquisition, the Company is going to hold 1905 Equity Shares of TMPL i.e. 16% shareholding in the share capital of TMPL.



Rectification/Modification in following terms and condition of investment in Share Capital of
"Femmevista Technologies Private Limited"

Sl. No.	Particulars	Revised Terms & Conditions
1.	Name of the target entity, details in brief such as size, turnover etc.;	<p>Femmevista Technologies Private Limited ("FTPL") is a Private Limited company incorporated under the provisions of Companies Act, 2013 having its Registered Office in Hyderabad, Telangana, India.</p> <p>Capital Detail: Authorized Share Capital: Rs.1,00,00,000/- (10,00,000 Equity Shares of Rs. 10/- each) Paid Share Capital: Rs. 1,00,00,000/- (10,00,000 Equity Shares of Rs. 10/- each)</p> <p>Turnover: Nil (unaudited For the year ended 31.03.2019)</p>
2.	Nature of consideration - whether cash consideration or share swap and details of the same;	The Company will provide FTPL the Advisory services to value of Rs.12,23,775/-. FTPL is having fair value of its equity shares of Rs.11.025/- per share, as on the date, based on the valuation report. Hence, FTPL will issue 1,11,000 OCPS to the Company at fair value of Rs.11.025/- per share.
3.	Cost of acquisition or the price at which the shares are acquired;	Total cost of acquisition is Rs.12,23,775/- i.e. 1,11,000 Optionally Convertible Preference Shares (OCPS) at the price of Rs. 11.025/- per share.
4.	Percentage of shareholding / control acquired and / or number of shares acquired;	<p>After the proposed acquisition, the Company is going to hold 1,11,000 OCPS of FTPL.</p> <p>If our company chooses the option to convert the OCPS into equity shares, then our shareholding will be 9.99%, if the current shareholding structure prevails at the time of conversion of OCPS.</p>

